

Hearing Date and Time: July 16, 2009 at 10:00 a.m., E.T.  
Objection Deadline: June 29, 2009 at 4:00 p.m., E.T.

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Jeffrey B. Ellman

Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----x  
In re : Chapter 11  
Old Carco LLC : Case No. 09-50002 (AJG)  
(f/k/a Chrysler LLC), *et al.*,<sup>1</sup> : (Jointly Administered)  
Debtors. : x  
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**NOTICE OF HEARING ON  
NINTH OMNIBUS MOTION OF DEBTORS AND  
DEBTORS IN POSSESSION, PURSUANT TO SECTION 365 OF THE  
BANKRUPTCY CODE AND BANKRUPTCY RULE 6006, FOR AN ORDER  
AUTHORIZING THE REJECTION OF CERTAIN EXECUTORY CONTRACTS**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

<sup>1</sup> A second amended list of the Debtors, their addresses and tax identification numbers is located on the docket for Case No. 09-50002 (AJG) (Docket No. 3945) and can also be found at [www.chryslerrestructuring.com](http://www.chryslerrestructuring.com).

1. A hearing to consider the Ninth Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts (the "Motion"), filed by the above-captioned debtors and debtors in possession (the "Debtors"), shall be held before the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on **July 16, 2009, at 10:00 a.m. (New York time)**.

2. Objections, if any, to the relief sought in the Motion must be made in writing, with a hard copy to Chambers, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York and be filed with the Bankruptcy Court and must be served in accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures (Docket No. 661) (the "Case Management Order"), so as to be actually received by the parties on the Special Service List (as defined in the Case Management Order) and the parties to the executory contracts sought to be affected not later than **4:00 p.m. (New York time) on June 29, 2009** (the "Objection Deadline").

3. If no objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Court an order substantially in the form attached to the Motion, which order shall be submitted and may be entered with no further notice or opportunity to be heard offered to any party.

4. Copies of the Motion, the Case Management Order and the Special Service List may be obtained from the Court's website at <http://ecf.nysb-mega.uscourts.gov> or, free of charge, at [www.chryslerrestructuring.com](http://www.chryslerrestructuring.com).

Dated: June 18, 2009  
New York, New York

Respectfully submitted,

/s/ Corinne Ball  
Corinne Ball  
Veerle Roovers  
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ATTORNEYS FOR DEBTORS AND  
DEBTORS IN POSSESSION

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**PARTIES RECEIVING THIS NINTH OMNIBUS MOTION  
SHOULD LOCATE THEIR NAMES IN THE ATTACHED EXHIBIT A**

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
Old Carco LLC	: Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), <i>et al.</i> , <sup>1</sup>	: (Jointly Administered)
Debtors.	: -----X

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**NINTH OMNIBUS MOTION OF DEBTORS AND  
DEBTORS IN POSSESSION, PURSUANT TO SECTION 365 OF THE  
BANKRUPTCY CODE AND BANKRUPTCY RULE 6006, FOR AN ORDER  
AUTHORIZING THE REJECTION OF CERTAIN EXECUTORY CONTRACTS**

TO THE HONORABLE ARTHUR J. GONZALEZ,  
UNITED STATES BANKRUPTCY JUDGE:

Old Carco LLC (f/k/a Chrysler LLC) ("Old Carco") and its affiliated debtors and debtors in possession (collectively with Old Carco, the "Debtors") respectfully represent as follows:

**Background**

1. On April 30, 2009 (the "Petition Date"), Old Carco and 24 of its affiliated Debtors (collectively, the "Original Debtors") commenced their reorganization cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). On May 19, 2009, Debtor Alpha Holding LP ("Alpha") commenced its reorganization case by filing a voluntary petition under chapter 11 of the Bankruptcy Code. By orders of the Court (Docket Nos. 97 and 2188), the Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being administered jointly.

2. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On May 5, 2009, the Office of the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors, pursuant to section 1102 of the Bankruptcy Code.

4. As of the Petition Date, the Debtors and their nondebtor direct and indirect subsidiaries (collectively, the "Old Carco Companies") comprised one of the world's largest

manufacturers and distributors of automobiles and other vehicles, together with related parts and accessories. On the Petition Date, the Old Carco Companies employed approximately 55,000 hourly and salaried employees worldwide, 70% of whom were based in the United States.

5. For the 12 months ended December 31, 2008, the Old Carco Companies recorded revenue of more than \$48.4 billion and had assets of approximately \$39.3 billion and liabilities totaling \$55.2 billion.

6. In connection with the commencement of these cases, Old Carco and its Debtor subsidiaries, Fiat S.p.A. ("Fiat") and New Chrysler (as defined below) entered into a Master Transaction Agreement dated as of April 30, 2009 (as amended and collectively with other ancillary and supporting documents, the "Purchase Agreement"). The Purchase Agreement provided, among other things, that: (a) Old Carco would transfer the majority of its operating assets to New CarCo Acquisition LLC (n/k/a Chrysler Group LLC) ("New Chrysler"), a newly established Delaware limited liability company formed by Fiat; and (b) in exchange for those assets, New Chrysler would assume certain liabilities of Old Carco and pay to Old Carco \$2 billion in cash (collectively with the other transactions contemplated by the Purchase Agreement, the "Fiat Transaction"). On May 3, 2009, the Original Debtors filed a motion to approve the Fiat Transaction or a similar transaction with a competing bidder (Docket No. 190).

7. On May 31, 2009, this Court issued: (a) an Opinion Granting the Debtors' Motion Seeking Authority to Sell, Pursuant to § 363, Substantially All of the Debtors' Assets (Docket No. 3073) (the "Sale Opinion"); and (b) an Opinion and Order Regarding Emergency Economic Stabilization Act of 2008 and Troubled Asset Relief Program (Docket Nos. 3074 and 3229) (together with the Sale Opinion, the "Opinions"). On June 1, 2009 and consistent with the Sale Opinion, this Court entered an Order authorizing the Fiat Transaction (Docket No. 3232)

(the "Sale Order"). On June 5, 2009, the United States Court of Appeals for the Second Circuit affirmed the Opinions and the Sale Order. Consistent with the Sale Order, the Fiat Transaction was consummated on June 10, 2009.

### **Jurisdiction**

8. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Relief Requested**

9. Pursuant to section 365 of the Bankruptcy Code and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Debtors hereby seek the entry of an order authorizing them to reject all of their executory contracts (collectively, the "Contracts") with the parties identified on Exhibit A (collectively, the "Non-Debtor Counterparties") effective as of the date hereof.

### **Facts Relevant to This Motion**

10. The Debtors have engaged in a review of certain of their executory supplier contracts. As a result of their review, the Debtors have determined that their Contracts with the Non-Debtor Counterparties identified on Exhibit A are neither necessary nor valuable to their estates and will not be assumed and assigned as part of the Fiat Transaction.

11. Each of the Contracts is an "executory contract" within the meaning of section 365 of the Bankruptcy Code, capable of being rejected by the Debtors. To the extent that any Contract already has expired or been terminated, it is included herein out of an abundance of caution.

## **Argument**

12. Section 365(a) of the Bankruptcy Code provides that a debtor, "subject to the court's approval, may assume or reject any executory contract or unexpired lease." 11 U.S.C. § 365(a). Courts routinely approve motions to assume, assume and assign or reject executory contracts upon a showing that the debtor's decision to take such action will benefit the debtor's estate and is an exercise of sound business judgment. See Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.), 4 F.3d 1095, 1099 (2d Cir. 1993) (stating that section 365 of the Bankruptcy Code "permits the trustee or debtor-in-possession, subject to the approval of the bankruptcy court, to go through the inventory of executory contracts of the debtor and decide which ones it would be beneficial to adhere to and which ones it would be beneficial to reject."); see also NLRB v. Bildisco & Bildisco, 465 U.S. 513, 523 (1984) (stating that the traditional standard applied by courts to authorize the rejection of an executory contract is that of "business judgment"); In re Gucci, 193 B.R. 411, 415 (S.D.N.Y. 1996) ("A bankruptcy court reviewing a trustee's decision to assume or reject an executory contract should apply its 'business judgment' to determine if it would be beneficial or burdensome to the estate to assume it.").

13. Courts generally will not second-guess a debtor's business judgment concerning the assumption or rejection of an executory contract. See In re Riodizio, Inc., 204 B.R. 417, 424 (Bankr. S.D.N.Y. 1997) ("[A] court will ordinarily defer to the business judgment of the debtor's management"); accord Phar-Mor, Inc. v. Strouss Bldg. Assocs., 204 B.R. 948, 951-52 (Bankr. N.D. Ohio 1997) ("Whether an executory contract is 'favorable' or 'unfavorable' is left to the sound business judgment of the debtor . . . . Courts should generally defer to a debtor's decision whether to reject an executory contract."). The "business judgment" test is not a strict standard; it merely requires a showing that either assumption or rejection of the

executory contract will benefit a debtor's estate. See, e.g., Bregman v. Meehan (In re Meehan), 59 B.R. 380, 385 (E.D.N.Y. 1986) ("The business judgment test is a flexible one . . . . The primary issue under the business judgment test is whether rejection of the contract would benefit general unsecured creditors."); In re Helm, 335 B.R. 528, 538 (Bankr. S.D.N.Y. 2006) ("To meet the business judgment test, the debtor in possession must establish that rejection will benefit the estate."); Westbury Real Estate Ventures, Inc. v. Bradlees, Inc. (In re Bradlees Stores, Inc.), 194 B.R. 555, 558 n.1 (Bankr. S.D.N.Y. 1996) ("In reviewing a debtor's decision to assume or reject an executory contract, the court must examine the contract and circumstances and apply its best 'business judgment' to determine if the assumption or rejection would be beneficial or burdensome to the estate.").

14. As noted above, New Chrysler has determined not to accept an assignment of Contracts with any of the Non-Debtor Counterparties in connection with the Fiat Transaction. In addition, following the consummation of the Fiat Transaction, the Debtors are in the process of winding down their business affairs and have no further need for the goods or services that otherwise would be provided pursuant to the Contracts. As such, the Debtors have determined that the Contracts provide no ongoing benefits to their estates. Moreover, the Debtors have determined that the Contracts do not have any realizable value in the marketplace.

15. Courts that have permitted retroactive rejection generally have permitted rejection of an executory contract to be effective as of the date on which the nondebtor party to the executory contract was given definitive notice of the debtor's intent to reject. See, e.g., In re Loewen Group Int'l, Inc., No. 99 1244 (PJW) (Bankr. D. Del. Aug. 18, 2000) (authorizing rejection effective as of the date of the filing of the rejection motion). Generally, the Non-Debtor

Counterparties received notice of the Debtors' intent to reject the Contracts upon the filing and service of this Motion.

16. Accordingly, in the sound exercise of their business judgment, the Debtors have determined that the rejection of the Contracts, pursuant to section 365 of the Bankruptcy Code, effective as of the date of this Motion, is in the best interests of their estates and stakeholders.

**Notice**

17. No trustee or examiner has been appointed in these chapter 11 cases. In accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures (Docket No. 661) (the "Case Management Order"), entered on May 12, 2009, notice of this Motion has been given to the parties identified on the General Service List and the Special Service List (as such terms are identified in the Case Management Order), and to the Non-Debtor Counterparties to the Contracts identified in Exhibit A. The Debtors submit that no other or further notice need be provided.

**No Prior Request**

18. No prior request for the relief sought in this Motion has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court (a) enter an order substantially in the form attached hereto as Exhibit B, granting the relief requested herein; and (b) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: June 18, 2009  
New York, New York

Respectfully submitted,

/s/ Corinne Ball  
Corinne Ball  
Veerle Roovers  
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**ATTORNEYS FOR DEBTORS  
AND DEBTORS IN POSSESSION**

**EXHIBIT A**

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
3-D SALES INC	2026 SOUTH PARKER MARINE CITY, MI 48039	12369
A & S INDUSTRIAL COATING CO INC	23800 AMBER P O BOX 1045 WARREN, MI 48090-1045	42897
A W COMPANY	8809 INDUSTRIAL DRIVE FRANKSVILLE, WI 53126	60631
ABANAKI CORPORATION	17387 MUNN ROAD CHAGRIN FALLS, OH 44022	77493
ABSORB TECH LLC	9236 KEYSTONE ST PHILADELPHIA, PA 19114	13686
ACCO AIR CONDITIONING CO	11375 SUNRISE PARK DRIVE 600 RANCHO CORDOVA, CA 95742	46217
ACRO AUTOMATION SYSTEMS	2900 W GREENTREE ROAD BOX 09401 MILWAUKEE, WI 53209-2640	43203
ADAC STRATTEC DE MEXICO	CALLE MAGNETO 2409 JUAREZ, CHIH 32640 MEXICO	60698
AGI SCHUTZ MERCHANDISING	376 PINE STREET EXT FOREST CITY, NC 28043-4502	34127
AHERN J F	855 MORRIS STREET P O BOX 1316 FOND DU LAC, WI 54935-5611	73515
AIRCOND CORPORATION	400 LAKE RIDGE DRIVE SMYRNA, GA 30082	44125
AIRTECH CONTROLS COMPANY	30571 BECK RD PO BOX 930345 WIXOM, MI 48393-0345	21204
ALLIANCE	29600 SOUTHFIELD SOUTHFIELD, MI 48076	47129
AMCAN CONSOLIDATED TECHNOLOGIES	9 HILLYARD STREET PO BOX 446 LCD 1 HAMILTON, ON L8L7X3 CANADA	33984
AMERICAN G F M CORPORATION	1200 CAVALIER BLVD CHESAPEAKE, VA 23323-1597	66428
AMERISOURCE IND SUPPLY CO INC	9145 VINCENT HAMTRAMACK, MI 48211	61903
AMETEK INC	STATION SQUARE 2 PAOLI, PA 19301	10554
ANCHOR ABRASIVES COMPANY	7651 W 18TH STREET TINLEY PARK, IL 60477-6267	15441
APPLIED INDUSTRIAL TECHNOLOGIES	ONE APPLIED PLAZA CLEVELAND, OH 44115-5000	18198
APPLIED MARKETING SOLUTIONS INC	33228 WEST 12 MILE ROAD SUITE 111 FARMINGTON HILLS, MI 48334	25128
APPLIED TECHNOLOGIES INC-OH	440 SOUTH REYNOLDS ROAD SUITE 100 TOLEDO, OH 43615-5934	44880
ARADCO MANAGEMENT LIMITED	452 CHARLES WINDSOR, ON N8X3Z1 CANADA	13062
ARBOR SPRING WATER CO-ANN ARBOR	1440 PLYMOUTH ROAD ANN ARBOR, MI 48105-1799	47819
ARCHER CORPORATE SERVICES	6703 HAGGERTY RD SUITE B BELLEVILLE, MI 48111	61737

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
ARISTO-CRAFT INC	105 EAST POND ROMEO, MI 48065	95583
ARKK ENGINEERING INC	14251 ELEVEN MILE OAK PARK, MI 48237-1152	71153
ARROW UNIFORM RENTAL INC	6400 MONROE BLVD TAYLOR, MI 48180-1814	12609
ASIMCO CAMSHAFT SPECIALTIES INC	11118 US 31 GRAND HAVEN, MI 49417	51809
ASTBURY LOUIS B CO ENVIRONMENTAL	5933 WEST 71ST STREET INDIANAPOLIS, IN 46278	52799
ASTRO-NETICS INC	1780 E 14 MILE ROAD MADISON HEIGHTS, MI 48071	14693
ATLANTIC COAST LABORATORIES INC	630 CHURCHMANS ROAD NEWARK, DE 19702	79487
ATLAS FLUID COMPONENTS	135 EAST ASCOT LANE PO BOX 4050 CUYAHOGA FALLS, OH 44223-4050	14661
ATS WHEELS	979 W VETERANS BLVD AUBURN, AL 36832	57525
AUTOCRAFT INDUSTRIES	10001 NW 2ND ST OKLAHOMA CITY, OK 73127	66204
AUTOMATION & CONTROL TECH LTD	3607 MARINE DRIVE TOLEDO, OH 43609-1019	97619
AUTOMATION AND MODULAR COMPONENTS	2250 NORTH OPDYKE ROAD AUBURN HILLS, MI 48326-2437	78079
AUTOTEK SEALANTS INC	23800 RESEARCH DRIVE FARMINGTON HILLS, MI 48335	88103
AXLE ALLIANCE COMPANY	13400 OUTER DRIVE WEST DETROIT, MI 48239	48907
AXLY TOOL & BUSHING INC	727 SKINNER STREET BAD AXE, MI 48413	92166
B D C INC	1353 BAUER BLVD ST LOUIS, MO 63132-1987	41032
BEAR COM OPERATING LP	4009 DISTRIBUTION DRIVE GARLAND, TX 75041	16047
BEI ELECTRONICS INC	ONE POST STREET SUITE 2500 SAN FRANCISCO, CA 94104	49083
BERKLEY INDUSTRIES	9938 PIGEON ROAD P O BOX 207 BAY PORT, MI 48720-0207	43571
BESWAY EXTERMINATORS	2509 VALWOOD PARKWAY DALLAS, TX 75234-3413	14992
BGK FINISHING SYSTEMS INC	4131 PHEASANT RIDGE DRIVE N MINNEAPOLIS, MN 55434-7104	69927
BHARAT FORGE AMERICA	2807 S MARTIN LUTHER KING JR BLVD LANSING, MI 48910	61462
BLACKHAWK AUTOMOTIVE PLASTS-MASON	4219 U S ROUTE 42 MASON, OH 45040-1998	25196
BLALOCK OIL COMPANY	9949 S MAIN P O BOX 775 JONESBORO, GA 30237	13460
BLUE DOT SERVICES COMPANY	5108 RICHMOND ROAD BEDFORD HEIGHTS, OH 44146	46150

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
BLUE WATER AUTOMOTIVE SYSTEMS INC	1515 BUSHA HIGHWAY P O BOX 129 MARYSVILLE, MI 48040-1754	55667
BLX13 INC	7901 SOUTHPARK PLAZA LITTLETON, CO 80120	62128
BRASK ENTERPRISES INC	217 O NEIL BLVD ATTLEBORO, MA 02703-4215	22296
BRAUN MACHINERY COMPANY INC	4130 FORTY FORTH STREET SE GRAND RAPIDS, MI 49512	78385
BRECHBUHLER SCALES INC	980 SOUTH MARR ROAD COLUMBUS, IN 47201	15246
BRIGHTON TOOL & DIE INC	735 NORTH SECOND ST BRIGHTON, MI 48116	18601
BROOKFIELD ENGINEERING LAB INC	11 COMMERCE BOULEVARD MIDDLEBORO, MA 02346-1031	18628
BUEHLER LIMITED	41 WAUKEGAN ROAD P O BOX 1 LAKE BLUFF, IL 60044-1699	18713
BUJIAS NGK DE MEXICO,S.A. DE C.V.	TOLTECAS NO. 263 SANTA CLARA, MEXICO 55540 MEXICO	21066
BURR CHEMICAL COMPANY	1649 CHARLES STREET ROCKFORD, IL 61104-2499	23088
C PLASTICS CORPORATION	243 WHITNEY STREET LEOMINSTER, MA 01453-3275	30767
CADENCE INNOVATION LLC	977 EAST 14 MILE RD TROY, MI 48084	57521
CAMPBELL-COX LTD	61 ARROW ROAD BOX 623 GUELPH, ON N1H6L3 CANADA	15977
CARLSON COMPANIES INC	CARLSON PARKWAY P O BOX 59159 MINNEAPOLIS, MN 55459	94781
CAROL S CAR WASH	533 E NINE MILE RD HAZEL PARK, MI 48030-1891	56023
CARR APPRAISALS INC	PO BOX 909 BOWIE, MD 20718	58694
CARRIGAN DEVELOPMENT INC	2896 ST HELENS KIMBALL, MI 48074	47553
CATCHING FLUID POWER	4793 COLT ROAD ROCKFORD, IL 61109	71949
CENTURY SAW & TOOL COMPANY	19347 MT ELLIOTT DETROIT, MI 48234-2783	23296
CFX LOGISTICS INC	1700 NW 65 AVE SUITE 7 PLANTATION, FL 33313	57124
CHECKER MOTOR CORPORATION	2016 N PITCHER STREET KALAMAZOO, MI 49007-1894	25182
CIBA-GEIGY LIMITED GROUP	ALLCOMM ADVERTISING AG LETTENWEG 118 ALLSCHWIL, CHE 4123 SWITZERLAND	20729
CIVIL CONSTRUCTORS INC	2283 ROUTE 20 EAST P O BOX 750 FREEPORT, IL 61032	94343
CLARCOR	2911 RESEARCH DRIVE ROCHESTER HILLS, MI 48309	46622

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
CLEAN THE UNIFORM COMPANY ST LOUIS	1316 S 7TH STREET P O BOX 12210 ST LOUIS, MO 63104-3606	24096
CLEMENT COMMUNICATIONS INC	CONCORD INDUSTRIAL P O BOX 500 CONCORDVILLE, PA 19331-0500	46509
CLIMAS Y REFACCIONES MONTERREY SA	AV RUIZ CORTINES 3750 PTE MONTERREY, NL 64390 MEXICO	61243
CMS - A FROST COMPANY	2685 NORTHRIDGE RD SUITE B GRAND RAPIDS, MI 49544	38423
COBRA AUTOMOTIVE TECHNOLOGIES SPA	VIA ASTICO 41 VARESE 21100 ITALY	54234
COCHNOWERS PEST CONTROL	530 S EARL AVENUE LAFAYETTE, IN 47904-3294	23566
COLE-PARMER INSTRUMENT COMPANY	625 EAST BUNKER COURT VERNON HILLS, IL 60061	23588
COMMERCIAL REFRIGERATION	815 BROADWAY ROCKFORD, IL 61104	97684
COMMERCIAL STEEL TREATING CORP	31440 STEPHENSON HIGHWAY MADISON HEIGHTS, MI 48071-1693	23662
CONCORD PRECISION INC	38657 WEBB DRIVE WESTLAND, MI 48185	37424
CONSOLIDATED METAL PRODUCTS INC	1028 DEPOT STREET CINCINNATI, OH 45204	27369
CONTINENTAL LIGHTING LLC	42555 MERRILL ROAD STERLING HEIGHTS, MI 48314-3266	19388
CONTROL GAGING INC	5200 VENTURE DRIVE ANN ARBOR, MI 48108-9561	28365
COPORATE EXPRESS PROMO MKTG	HOOGOORDDREEF 62 1101 BE AMSTERDAM ZO THE NETHERLANDS	59335
CORPORATE EXPRESS	HOOGOORDDREEF 62 1101 BE AMSTERDAM ZO THE NETHERLANDS	67382
CORPORATE EXPRESS CANADA	HOOGOORDDREEF 62 1101 BE AMSTERDAM ZO THE NETHERLANDS	60592
COUPLED PRODUCTS LLC	2910 WATerview DRIVE ROCHESTER HILLS, MI 48309	23032
CRANKS CATERING	27990 HOOVER ROAD WARREN, MI 48093-7715	22863
CRB CRANE & SERVICE COMPANY INC	1194 AUSTIN COURT HOWELL, MI 48843	87091
CREATIVE ERGONOMIC SYSTEMS INC	6301 HUGHES STERLING HEIGHTS, MI 48312	23516
CROTTY CORPORATION	854 E CHICAGO ROAD PO BOX 37 QUINCY, MI 49082-0037	24369
CRYSTAL ENGINEERING SOLUTIONS INC	32355 HOWARD MADISON GHTS, MI 48071	49180
CULLIGAN WATER CONDITIONING-OH	507 TIFFIN FREMONT, OH 43420	31764

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
CULLIGAN WATER TREATMENT	1531 13TH AVENUE UNION GROVE, WI 53182	98131
CUTWATER	55 UNION ST SAN FRANCISCO, CA 94111	60930
D C KILOWATTS INC	2022 MIDWEST BLVD INDIANAPOLIS, IN 46214	36037
DAI-ICHI DENTSU	32655 INDUSTRIAL DRIVE MADISON HEIGHTS, MI 48071-1517	82883

**EXHIBIT B**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----x  
In re : Chapter 11  
Old Carco LLC : Case No. 09-50002 (AJG)  
(f/k/a Chrysler LLC), *et al.*, :  
Debtors. : (Jointly Administered)  
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**NINTH OMNIBUS ORDER AUTHORIZING THE  
REJECTION OF CERTAIN EXECUTORY CONTRACTS**

This matter coming before the Court on the Ninth Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts (the "Motion"),<sup>1</sup> filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Motion and the Hearing was sufficient under the circumstances and (d) a sound business purpose exists for the relief granted herein; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

**IT IS HEREBY ORDERED THAT:**

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

1. The Motion is GRANTED as set forth herein.

2. The Debtors are authorized to reject all Contracts with the Non-Debtor Counterparties identified on the attached Schedule 1, which is incorporated herein by reference, and the Contracts are deemed rejected, pursuant to section 365 of the Bankruptcy Code, effective as of June 16, 2009.

3. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: New York, New York  
\_\_\_\_\_, 2009

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UNITED STATES BANKRUPTCY JUDGE

## **SCHEDULE 1**

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
3-D SALES INC	2026 SOUTH PARKER MARINE CITY, MI 48039	12369
A & S INDUSTRIAL COATING CO INC	23800 AMBER P O BOX 1045 WARREN, MI 48090-1045	42897
A W COMPANY	8809 INDUSTRIAL DRIVE FRANKSVILLE, WI 53126	60631
ABANAKI CORPORATION	17387 MUNN ROAD CHAGRIN FALLS, OH 44022	77493
ABSORB TECH LLC	9236 KEYSTONE ST PHILADELPHIA, PA 19114	13686
ACCO AIR CONDITIONING CO	11375 SUNRISE PARK DRIVE 600 RANCHO CORDOVA, CA 95742	46217
ACRO AUTOMATION SYSTEMS	2900 W GREENTREE ROAD BOX 09401 MILWAUKEE, WI 53209-2640	43203
ADAC STRATTEC DE MEXICO	CALLE MAGNETO 2409 JUAREZ, CHIH 32640 MEXICO	60698
AGI SCHUTZ MERCHANDISING	376 PINE STREET EXT FOREST CITY, NC 28043-4502	34127
AHERN J F	855 MORRIS STREET P O BOX 1316 FOND DU LAC, WI 54935-5611	73515
AIRCOND CORPORATION	400 LAKE RIDGE DRIVE SMYRNA, GA 30082	44125
AIRTECH CONTROLS COMPANY	30571 BECK RD PO BOX 930345 WIXOM, MI 48393-0345	21204
ALLIANCE	29600 SOUTHFIELD SOUTHFIELD, MI 48076	47129
AMCAN CONSOLIDATED TECHNOLOGIES	9 HILLYARD STREET PO BOX 446 LCD 1 HAMILTON, ON L8L7X3 CANADA	33984
AMERICAN G F M CORPORATION	1200 CAVALIER BLVD CHESAPEAKE, VA 23323-1597	66428
AMERISOURCE IND SUPPLY CO INC	9145 VINCENT HAMTRAMACK, MI 48211	61903
AMETEK INC	STATION SQUARE 2 PAOLI, PA 19301	10554
ANCHOR ABRASIVES COMPANY	7651 W 18TH STREET TINLEY PARK, IL 60477-6267	15441
APPLIED INDUSTRIAL TECHNOLOGIES	ONE APPLIED PLAZA CLEVELAND, OH 44115-5000	18198
APPLIED MARKETING SOLUTIONS INC	33228 WEST 12 MILE ROAD SUITE 111 FARMINGTON HILLS, MI 48334	25128
APPLIED TECHNOLOGIES INC-OH	440 SOUTH REYNOLDS ROAD SUITE 100 TOLEDO, OH 43615-5934	44880
ARADCO MANAGEMENT LIMITED	452 CHARLES WINDSOR, ON N8X3Z1 CANADA	13062
ARBOR SPRING WATER CO-ANN ARBOR	1440 PLYMOUTH ROAD ANN ARBOR, MI 48105-1799	47819
ARCHER CORPORATE SERVICES	6703 HAGGERTY RD SUITE B BELLEVILLE, MI 48111	61737

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
ARISTO-CRAFT INC	105 EAST POND ROMEO, MI 48065	95583
ARKK ENGINEERING INC	14251 ELEVEN MILE OAK PARK, MI 48237-1152	71153
ARROW UNIFORM RENTAL INC	6400 MONROE BLVD TAYLOR, MI 48180-1814	12609
ASIMCO CAMSHAFT SPECIALTIES INC	11118 US 31 GRAND HAVEN, MI 49417	51809
ASTBURY LOUIS B CO ENVIRONMENTAL	5933 WEST 71ST STREET INDIANAPOLIS, IN 46278	52799
ASTRO-NETICS INC	1780 E 14 MILE ROAD MADISON HEIGHTS, MI 48071	14693
ATLANTIC COAST LABORATORIES INC	630 CHURCHMANS ROAD NEWARK, DE 19702	79487
ATLAS FLUID COMPONENTS	135 EAST ASCOT LANE PO BOX 4050 CUYAHOGA FALLS, OH 44223-4050	14661
ATS WHEELS	979 W VETERANS BLVD AUBURN, AL 36832	57525
AUTOCRAFT INDUSTRIES	10001 NW 2ND ST OKLAHOMA CITY, OK 73127	66204
AUTOMATION & CONTROL TECH LTD	3607 MARINE DRIVE TOLEDO, OH 43609-1019	97619
AUTOMATION AND MODULAR COMPONENTS	2250 NORTH OPDYKE ROAD AUBURN HILLS, MI 48326-2437	78079
AUTOTEK SEALANTS INC	23800 RESEARCH DRIVE FARMINGTON HILLS, MI 48335	88103
AXLE ALLIANCE COMPANY	13400 OUTER DRIVE WEST DETROIT, MI 48239	48907
AXLY TOOL & BUSHING INC	727 SKINNER STREET BAD AXE, MI 48413	92166
B D C INC	1353 BAUER BLVD ST LOUIS, MO 63132-1987	41032
BEAR COM OPERATING LP	4009 DISTRIBUTION DRIVE GARLAND, TX 75041	16047
BEI ELECTRONICS INC	ONE POST STREET SUITE 2500 SAN FRANCISCO, CA 94104	49083
BERKLEY INDUSTRIES	9938 PIGEON ROAD P O BOX 207 BAY PORT, MI 48720-0207	43571
BESWAY EXTERMINATORS	2509 VALWOOD PARKWAY DALLAS, TX 75234-3413	14992
BGK FINISHING SYSTEMS INC	4131 PHEASANT RIDGE DRIVE N MINNEAPOLIS, MN 55434-7104	69927
BHARAT FORGE AMERICA	2807 S MARTIN LUTHER KING JR BLVD LANSING, MI 48910	61462
BLACKHAWK AUTOMOTIVE PLASTS-MASON	4219 U S ROUTE 42 MASON, OH 45040-1998	25196
BLALOCK OIL COMPANY	9949 S MAIN P O BOX 775 JONESBORO, GA 30237	13460
BLUE DOT SERVICES COMPANY	5108 RICHMOND ROAD BEDFORD HEIGHTS, OH 44146	46150

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
BLUE WATER AUTOMOTIVE SYSTEMS INC	1515 BUSHA HIGHWAY P O BOX 129 MARYSVILLE, MI 48040-1754	55667
BLX13 INC	7901 SOUTHPARK PLAZA LITTLETON, CO 80120	62128
BRASK ENTERPRISES INC	217 O NEIL BLVD ATTLEBORO, MA 02703-4215	22296
BRAUN MACHINERY COMPANY INC	4130 FORTY FORTH STREET SE GRAND RAPIDS, MI 49512	78385
BRECHBUHLER SCALES INC	980 SOUTH MARR ROAD COLUMBUS, IN 47201	15246
BRIGHTON TOOL & DIE INC	735 NORTH SECOND ST BRIGHTON, MI 48116	18601
BROOKFIELD ENGINEERING LAB INC	11 COMMERCE BOULEVARD MIDDLEBORO, MA 02346-1031	18628
BUEHLER LIMITED	41 WAUKEGAN ROAD P O BOX 1 LAKE BLUFF, IL 60044-1699	18713
BUJIAS NGK DE MEXICO,S.A. DE C.V.	TOLTECAS NO. 263 SANTA CLARA, MEXICO 55540 MEXICO	21066
BURR CHEMICAL COMPANY	1649 CHARLES STREET ROCKFORD, IL 61104-2499	23088
C PLASTICS CORPORATION	243 WHITNEY STREET LEOMINSTER, MA 01453-3275	30767
CADENCE INNOVATION LLC	977 EAST 14 MILE RD TROY, MI 48084	57521
CAMPBELL-COX LTD	61 ARROW ROAD BOX 623 GUELPH, ON N1H6L3 CANADA	15977
CARLSON COMPANIES INC	CARLSON PARKWAY P O BOX 59159 MINNEAPOLIS, MN 55459	94781
CAROL S CAR WASH	533 E NINE MILE RD HAZEL PARK, MI 48030-1891	56023
CARR APPRAISALS INC	PO BOX 909 BOWIE, MD 20718	58694
CARRIGAN DEVELOPMENT INC	2896 ST HELENS KIMBALL, MI 48074	47553
CATCHING FLUID POWER	4793 COLT ROAD ROCKFORD, IL 61109	71949
CENTURY SAW & TOOL COMPANY	19347 MT ELLIOTT DETROIT, MI 48234-2783	23296
CFX LOGISTICS INC	1700 NW 65 AVE SUITE 7 PLANTATION, FL 33313	57124
CHECKER MOTOR CORPORATION	2016 N PITCHER STREET KALAMAZOO, MI 49007-1894	25182
CIBA-GEIGY LIMITED GROUP	ALLCOMM ADVERTISING AG LETTENWEG 118 ALLSCHWIL, CHE 4123 SWITZERLAND	20729
CIVIL CONSTRUCTORS INC	2283 ROUTE 20 EAST P O BOX 750 FREEPORT, IL 61032	94343
CLARCOR	2911 RESEARCH DRIVE ROCHESTER HILLS, MI 48309	46622

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
CLEAN THE UNIFORM COMPANY ST LOUIS	1316 S 7TH STREET P O BOX 12210 ST LOUIS, MO 63104-3606	24096
CLEMENT COMMUNICATIONS INC	CONCORD INDUSTRIAL P O BOX 500 CONCORDVILLE, PA 19331-0500	46509
CLIMAS Y REFACCIONES MONTERREY SA	AV RUIZ CORTINES 3750 PTE MONTERREY, NL 64390 MEXICO	61243
CMS - A FROST COMPANY	2685 NORTHRIDGE RD SUITE B GRAND RAPIDS, MI 49544	38423
COBRA AUTOMOTIVE TECHNOLOGIES SPA	VIA ASTICO 41 VARESE 21100 ITALY	54234
COCHNOWERS PEST CONTROL	530 S EARL AVENUE LAFAYETTE, IN 47904-3294	23566
COLE-PARMER INSTRUMENT COMPANY	625 EAST BUNKER COURT VERNON HILLS, IL 60061	23588
COMMERCIAL REFRIGERATION	815 BROADWAY ROCKFORD, IL 61104	97684
COMMERCIAL STEEL TREATING CORP	31440 STEPHENSON HIGHWAY MADISON HEIGHTS, MI 48071-1693	23662
CONCORD PRECISION INC	38657 WEBB DRIVE WESTLAND, MI 48185	37424
CONSOLIDATED METAL PRODUCTS INC	1028 DEPOT STREET CINCINNATI, OH 45204	27369
CONTINENTAL LIGHTING LLC	42555 MERRILL ROAD STERLING HEIGHTS, MI 48314-3266	19388
CONTROL GAGING INC	5200 VENTURE DRIVE ANN ARBOR, MI 48108-9561	28365
COPORATE EXPRESS PROMO MKTG	HOOGOORDDREEF 62 1101 BE AMSTERDAM ZO THE NETHERLANDS	59335
CORPORATE EXPRESS	HOOGOORDDREEF 62 1101 BE AMSTERDAM ZO THE NETHERLANDS	67382
CORPORATE EXPRESS CANADA	HOOGOORDDREEF 62 1101 BE AMSTERDAM ZO THE NETHERLANDS	60592
COUPLED PRODUCTS LLC	2910 WATerview DRIVE ROCHESTER HILLS, MI 48309	23032
CRANKS CATERING	27990 HOOVER ROAD WARREN, MI 48093-7715	22863
CRB CRANE & SERVICE COMPANY INC	1194 AUSTIN COURT HOWELL, MI 48843	87091
CREATIVE ERGONOMIC SYSTEMS INC	6301 HUGHES STERLING HEIGHTS, MI 48312	23516
CROTTY CORPORATION	854 E CHICAGO ROAD PO BOX 37 QUINCY, MI 49082-0037	24369
CRYSTAL ENGINEERING SOLUTIONS INC	32355 HOWARD MADISON GHTS, MI 48071	49180
CULLIGAN WATER CONDITIONING-OH	507 TIFFIN FREMONT, OH 43420	31764

SUPPLIER NAME	SUPPLIER ADDRESS	SUPPLIER CODE
CULLIGAN WATER TREATMENT	1531 13TH AVENUE UNION GROVE, WI 53182	98131
CUTWATER	55 UNION ST SAN FRANCISCO, CA 94111	60930
D C KILOWATTS INC	2022 MIDWEST BLVD INDIANAPOLIS, IN 46214	36037
DAI-ICHI DENTSU	32655 INDUSTRIAL DRIVE MADISON HEIGHTS, MI 48071-1517	82883